


wherein **het** represents an optionally substituted 3 to 8 membered heterocyclic ring containing from 1 to 4 heteroatoms independently selected from O, N and S;

R⁶ and **R^{6a}**, are independently selected from hydrogen and optionally substituted C₁₋₈alkyl; or **R⁶** and **R^{6a}** together represent carbonyl;

R⁷ represents hydrogen or optionally substituted C₁₋₈alkyl;

or **R⁶**  **A-N-R⁷** together from an optionally substituted 3- to 8- membered heterocyclic ring containing from 1 to 3 further heteroatoms independently selected from O, N and S, and **R^{6a}** represents hydrogen ~~and~~ or optionally substituted C₁₋₈alkyl;

X and **R⁸** are selected from:

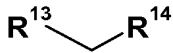
- (i) **X** represents N and **R⁸** is selected from:
cyano, hydrogen, hydroxy, -O-**R^b**, -N**R^b****R^c** -C(O)O-**R^b**, -CON**R^b****R^c** or NH-C(O)-**R^b**, where **R^b** and **R^c** are independently selected from hydrogen and C₁₋₄alkyl optionally substituted with hydroxy, amino, N-C₁₋₄alkylamino, N,N-di-C₁₋₄alkylamino, HO-C₂₋₄alkyl-NH- or HO-C₂₋₄alkyl-N(C₁₋₄alkyl)-;
- (ii) **X** represents CH and **R⁸** represents NO₂; and
- (iii) **X- R⁸** represents -O-;

R¹¹ is a group of the formula: N(**R⁹R¹⁰**) wherein **R⁹** represents hydrogen, optionally substituted aryl, an optionally substituted 3- to 10 membered heterocyclic ring or optionally-substituted C₁₋₈alkyl and **R¹⁰** represents hydrogen or optionally substituted C₁₋₈alkyl; or

the structure N(**R⁹R¹⁰**) represents an optionally-substituted 3- to 10 membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S;

R¹² and **R^{12a}** are independently selected from hydrogen or optionally substituted C₁₋₈alkyl; or **R¹²** and **R^{12a}** together with the carbon to which they are attached form an optionally substituted 3 to 7-membered cycloalkyl ring;

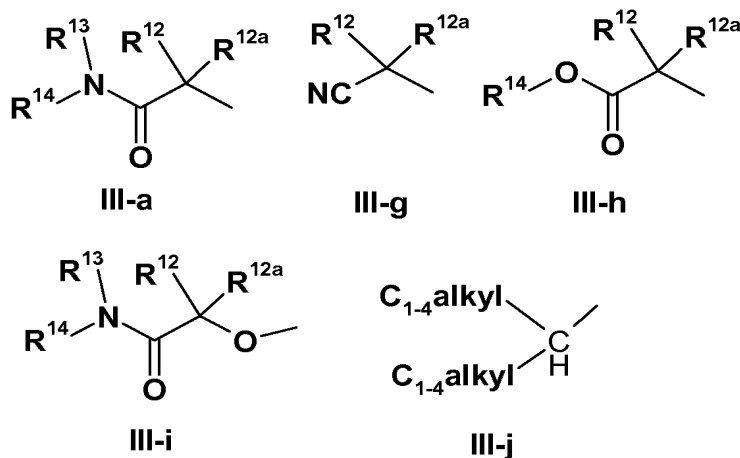
R¹³ and **R¹⁴** are selected from:

- (i) **R¹³** is selected from hydrogen; optionally substituted C₁₋₈alkyl; optionally substituted aryl; -**R^d**-Ar, where **R^d** represents C₁₋₈alkylene and Ar represents optionally substituted aryl; and optionally substituted 3 to 8 membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S; and **R¹⁴** is selected from hydrogen; optionally substituted C₁₋₈alkyl and optionally substituted aryl;
- (ii) where **R⁵** represents a group of formula **III-a**, **III-b** or **III-i**, then the group **NR¹³(-R¹⁴)** represents an optionally substituted 3 to 8 membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S; or
- (iii) where **R⁵** represents structure **III-e**, then the group  represents an optionally substituted 3 to 8 membered heterocyclic ring optionally containing from 1 to 4 heteroatoms independently selected from O, N and S; or a salt, pro-drug or solvate thereof.

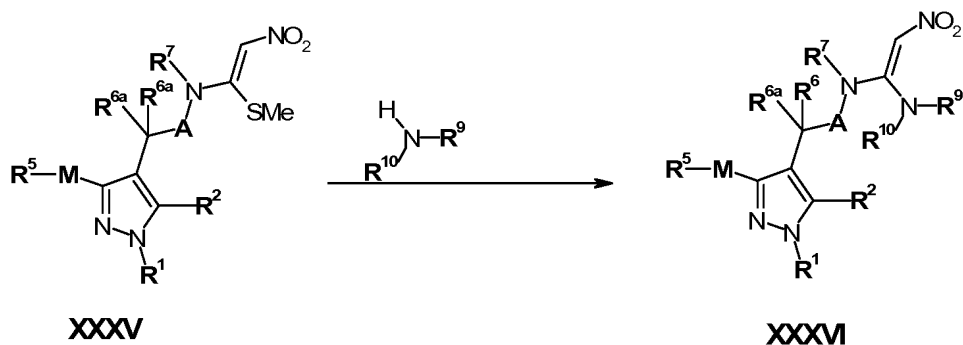
2. (Currently amended) A compound according to Claim 1 wherein **R⁹** represents hydrogen, optionally substituted aryl, an optionally substituted 3- to 10 membered heterocyclic ring or optionally-substituted C₁₋₈alkyl and **R¹⁰** represents hydrogen or optionally substituted C₁₋₈alkyl wherein the optional substituents on aryl, the heterocyclic ring and C₁₋₈alkyl are selected from: hydroxy, amino, nitro, cyano, optionally-substituted aryl, optionally substituted 3 to 8 membered heterocyclyl containing from 1 to 4 heteroatoms

independently selected from O, N and S, -O- R^b , C(O)NR $^bR^c$, -NR $^bR^c$, -NR c C(O)- R^b , -C(O)NR $^bR^c$, -NR c S(O $_{0-2}$) R^b [[,]] and -S(O $_{0-2}$) R^b , wherein R^b and R^c are as defined in Claim 1.

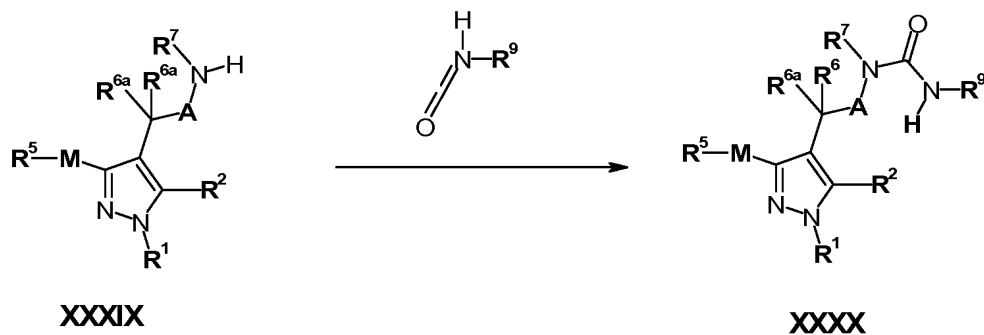
3. (Original) A compound according to Claim 2 wherein R^9 is a C $_{1-6}$ alkyl group substituted by pyridyl, thienyl, piperidinyl, imidazolyl, triazolyl, thiazolyl, pyrrolidinyl, piperazinyl, morpholinyl, imidazolynyl, benztriazolyl, benzimidazolyl, pyrimidinyl, pyrazinyl, pyridazinyl, oxazolyl, furanyl, pyrrolyl, 1,3-dioxolanyl or 2-azetynyl, each of which is optionally substituted.
4. (Original) A compound according to Claim 1 wherein the structure N(R^9R^{10}) represents an optionally-substituted 3- to 10 membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S.
5. (Currently amended) A compound according to Claim 4 wherein the 3- to 10 membered heterocyclic ring is optionally substituted by one of more groups selected from R^{15} wherein R^{15} is selected from optionally substituted aryl, an optionally substituted 3 to 10 membered heterocyclic ring or optionally substituted C $_{1-4}$ alkyl wherein the optional substituents on aryl, a heterocyclic ring or C $_{1-4}$ alkyl are selected from: hydroxy, amino, nitro, cyano, optionally-substituted aryl, optionally substituted 3 to 8 membered heterocyclyl containing from 1 to 4 heteroatoms independently selected from O, N and S, -O- R^b , C(O)NR $^bR^c$, -NR $^bR^c$, -NR c C(O)- R^b , -C(O)NR $^bR^c$, -NR c S(O $_{0-2}$) R^b [[,]] and -S(O $_{0-2}$) R^b , wherein R^b and R^c ~~are as defined in Claim 1~~ are independently selected from hydrogen and C $_{1-4}$ alkyl optionally substituted with hydroxy, amino, N-C $_{1-4}$ alkylamino, N,N-di-C $_{1-4}$ alkylamino, HO-C $_{2-4}$ alkyl-NH- or HO-C $_{2-4}$ alkyl-N(C $_{1-4}$ alkyl)-.
6. (Previously presented) A compound according to claim 1 wherein R^5 is selected from a group of formula III-a , III-g, III-h, III-i or III-j:



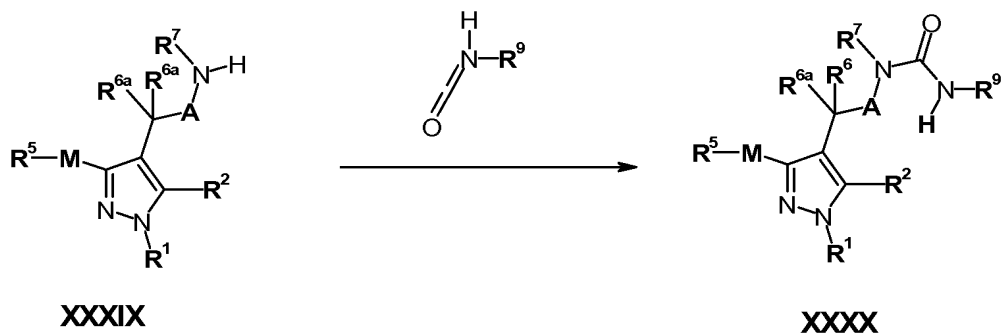
7. (Previously presented) A compound according to claim 1 wherein **X** and **R⁸** are selected from
 - (a) **X** represents N and **R⁸** represents cyano or $-\text{C}(\text{O})\text{O}-\text{R}^b$; or
 - (b) **X** represents N and **R⁸** represents hydrogen.
8. (Currently amended) A compound according to claim 1 wherein **R²** is selected from an optionally substituted monocyclic aromatic ring structure wherein the optional substituents are selected from cyano, $\text{NR}^3[[^e]]\text{R}^{3a}[[^f]]$, optionally substituted C_{1-8} alkyl, optionally substituted C_{1-8} alkoxy or halo wherein **R³[[^e]]** and **R^{3a}[[^f]]** are independently selected from hydrogen, C_{1-6} alkyl or aryl.
9. (Previously presented) A compound according to claim 1 wherein **R¹** is hydrogen.
10. (Currently amended) The compound:
3-[2,2-dimethyl-3-oxo-3-(7-azabicyclo[2.2.1]heptan-7-yl)propoxyyl]-4-[(1S)-1-methyl-2-[(N'-isopropoxycarbonyl)imino(-3-pyridin-4-yl-pyrrolidin-1-yl)methyl]carboximide)-aminoethyl]-5-(3,5-dimethylphenyl)-1H-pyrazole;
or a salt, pro-drug or solvate thereof.
11. (Cancelled)



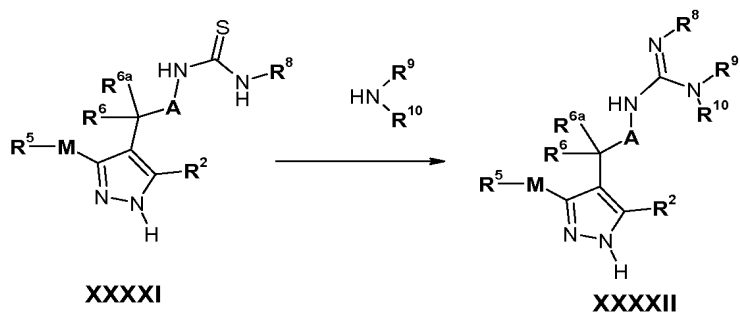
(d) for compounds where $\mathbf{X-R^8}$ is O, reaction of compound of formula **XXXVII** as follows



(e) for compounds where $\mathbf{X-R^8}$ is O, reaction of compound of formula **XXXIX** as follows



(f) to form a compound wherein \mathbf{X} is nitrogen reaction of a compound of formula XXXXI as follows



and thereafter if necessary:

- i) converting a compound of the Formula (I) into another compound of the Formula (I);
- ii) removing any protecting groups;
- iii) forming a salt, pro-drug or solvate.